

# HELM

**FINANCIAL CORPORATION**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

July 26, 2001

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 22109-C FILED

AUG 3 '01 11:36 AM  
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**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment No. 2 dated as of January 11, 2001 to the Railroad Equipment Lease Agreement dated as of February 26, 1998 between the following parties:

Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	CSR Southern Aggregates 7460 Phillips Highway Jacksonville, FL 32256

**A short summary of the document to appear in the index follows:**

Memorandum of Amendment of Railroad Equipment Lease Agreement between Helm Financial Corporation as Lessor and CSR Southern Aggregates as Lessee, covering fifty-six (56) open top hopper railcars within the series HPJX 20002-20092 (NI), 40500-40624 (NI).

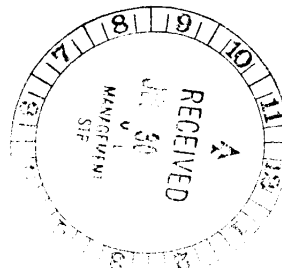
Please file this Memorandum of Amendment to Lease as a supplementary document to Recordation No. 22109 filed on April 8, 1999 and return one (1) stamped original to my attention. The filing fee of \$28.00 is included in our enclosed Check No. 45755 in the amount of \$140.00.

Yours truly,



Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)



MEMORANDUM OF  
AMENDMENT TO LEASE

THIS MEMORANDUM OF AMENDMENT OF RAILROAD EQUIPMENT LEASE AGREEMENT ("Memorandum") dated as of January 11, 2001 is intended to evidence the Amendment No.2 dated as of January 11, 2001 to the Full Maintenance Lease Agreement dated as of February 26, 1998 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSR SOUTHERN AGGREGATES, a Georgia corporation ("Lessee") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A.2, hereto ("Units"). Lessee leased from Lessor the Units at the rental and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

CU By: John F. Dains

Print Name: John F. Dains

Its: President

LESSEE

CSR SOUTHERN AGGREGATES

By: Bill Meyer

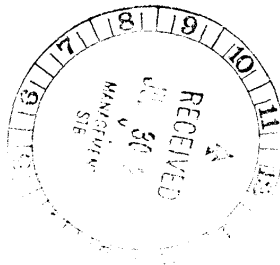
Print Name: Bill Meyer

Its: Dir. Sales MGR.

RECORDATION NO. 22109-C FILED

AUG 3 '01 11:30 AM

SURFACE TRANSPORTATION BOARD



CU

## SCHEDULE A.2.

To the Full Maintenance Lease Agreement dated February 26, 1998, as amended, between Helm Financial Corporation and CSR Southern Aggregates

Equipment Description: Fifty-six (56), 3,610 cubic foot capacity, 4-pocket, 45 degree slope sheet, open top hopper railcars equipped with rotary couplers. Built by Trinity in 1990.

### Reporting Mark & Numbers:

1	HPJX	*20002	41	HPJX	40582
2	HPJX	20005	42	HPJX	40583
3	HPJX	20019	43	HPJX	40585
4	HPJX	20041	44	HPJX	40587
5	HPJX	20044	45	HPJX	40590
6	HPJX	20070	46	HPJX	40592
7	HPJX	20081	47	HPJX	40598
8	HPJX	20087	48	HPJX	40599
9	HPJX	20092	49	HPJX	*40603
10	HPJX	40500	50	HPJX	40605
11	HPJX	40504	51	HPJX	40609
12	HPJX	40505	52	HPJX	40610
13	HPJX	40508	53	HPJX	40613
14	HPJX	40514	54	HPJX	40615
15	HPJX	40516	55	HPJX	40616
16	HPJX	40519	56	HPJX	40624
17	HPJX	40521			
18	HPJX	40529			
19	HPJX	40530			
20	HPJX	40534			
21	HPJX	40539			
22	HPJX	40546			
23	HPJX	40548			
24	HPJX	40549			
25	HPJX	40550			
26	HPJX	40551			
27	HPJX	40555			
28	HPJX	40558			
29	HPJX	40562			
30	HPJX	40563			
31	HPJX	40565			
32	HPJX	40568			
33	HPJX	40571			
34	HPJX	40572			
35	HPJX	40573			
36	HPJX	40575			
37	HPJX	*40577			
38	HPJX	40578			
39	HPJX	40580			
40	HPJX	40581			

\* these Units upgraded to 286,000 GRL

dm

STATE OF CALIFORNIA )

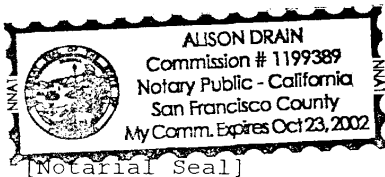
COUNTY OF SAN FRANCISCO ) S.S.

On May 7<sup>th</sup>, 2001, before me, Alison Drain, personally appeared John F. Dains, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ ) S.S.

On April 26, 2001, 2001, before me, Bill Meyer, personally appeared Bill Meyer, Div Sales Mgr. of CSR SOUTHERN AGGREGATES,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Nancy A. Thomas  
MY COMMISSION # CC628209 EXPIRES  
June 28, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Witness my hand and official seal.

Nancy A. Thomas  
SIGNATURE OF THE NOTARY

[Notarial Seal]

amendment/csr001.2d3 cm:01/15/01

CM